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Richmond, Virginia 23219
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LOUIS G. RECHER
Assistant General Counsel

July 18, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

13155-0
JUL 22 1996 12:48 PM

JUL 22 12 48 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

On behalf of CSX Transportation, Inc. ("CSXT"), f/k/a Seaboard Coast Line Railroad Company, enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of July 10, 1996, executed by The Bank of New York, as successor trustee to Mercantile-Safe Deposit and Trustee Company, as trustee under the Seaboard Coast Line Railroad Equipment Trust of 1981, No. 15. The Equipment Trust Agreement, dated as of July 1, 1981, was recorded with the Interstate Commerce Commission on June 24, 1981, and assigned Recordation No. 13155.

The names and addresses of the parties are as follows:

Trustee: The Bank of New York
Trust Company of Florida, N. A.
Towermarc Plaza
10161 Centurion Parkway
Jacksonville, FL 32256

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Enclosed is a check in the amount of \$21.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the enclosed Release not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Board acknowledging the filing.

Mr. Vernon A. Williams
July 18, 1996
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Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis H. Reed". The signature is written in dark ink and has a fluid, connected style.

LGR/skb
Enclosures

cc: J.C. Eccleston - fax

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

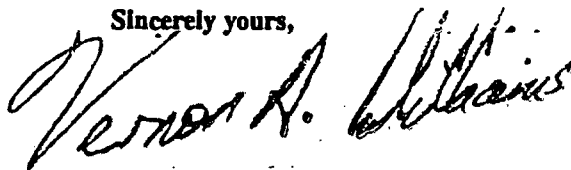
7/22/96

Louis G. Recher
Assistant General Counsel
CSX Corporation
One James Center
Richmond, Virginia 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/22/96 at 12:55PM, and assigned recordation number(s) 13155-C.

Sincerely yours,



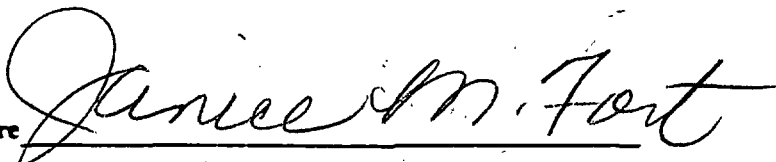
Vernon A. Williams
Secretary

Enclosure(s)

21.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



13155-C
JUL 22 1996 2:57 PM

Counterpart No. 4
of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

SEABOARD COAST LINE RAILROAD EQUIPMENT TRUST OF 1981

NO. 15 DATED AS OF JULY 1, 1981

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of July 1, 1981 between Mercantile-Safe Deposit and Trust Company, Trustee, and Seaboard Coast Line Railroad, said Agreement establishing Seaboard Coast Line Railroad, Equipment Trust of 1981, No. 15, hereby certifies that all of the \$24,750,000 principal amount of 13.875 % Equipment Trust Certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company, does hereby declare said Equipment Trust Agreement dated as of July 1, 1981 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (formerly known as Seaboard Coast Line Railroad) all of its rights, title and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of July 1, 1981 and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Authorized Signatory as of this 10th day of July, 1996.

ATTEST:

THE BANK OF NEW YORK,
as Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: Mary L. [Signature]

By: [Signature]

Authorized Signatory

[2]

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 10th day of July, 1996,
before me personally appeared MARY LA GUARDIA, to me
personally known, who, being by me duly sworn, says that
he/she is a Authorized Signatory of The Bank of New York,
that the seal affixed to the foregoing instrument is the seal
of said corporation, that said instrument was signed and
sealed on behalf of the corporation by authority of its Board
of Directors and he/she acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.


Notary Public

RELSALEE

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998